

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

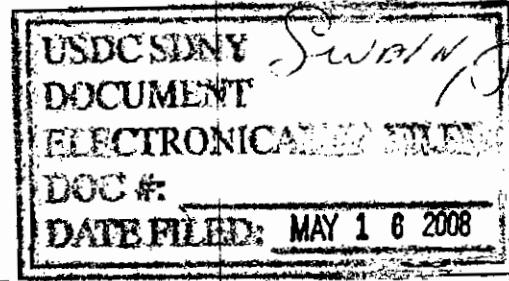
SAMUEL A. STOCKHAMER and ALICE L.  
STOCKHAMER, on Behalf of Themselves and All  
Others Similarly Situated,

Plaintiffs,

v.

CITIGROUP INC. and CITIGROUP GLOBAL  
CAPITAL MARKETS INC.,

Defendants.



Case No. 08-CV-3904 (LTS)

JUDGE LAURA T. SWAIN

**STIPULATION AND**  
**[PROPOSED] ORDER**

IT IS HEREBY STIPULATED AND AGREED, by and between the  
undersigned counsel for the parties herein, that:

(a) defendants Citigroup Inc. ("Citigroup") and Citigroup Global  
Markets Inc. ("CGMI") hereby do not waive any defenses, objections or arguments  
except as to sufficiency of service of process;

(b) plaintiffs having advised that they intend to file an Amended  
Complaint, defendants Citigroup and CGMI shall not be required to answer or otherwise  
respond to, and are hereby expressly relieved from answering or otherwise responding to,  
the complaint in the above-captioned action;

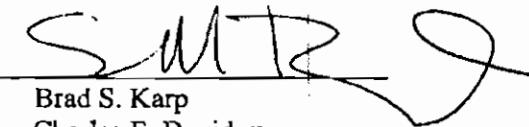
(c) Citigroup and CGMI's last day to move, answer or otherwise  
respond shall be extended to and including the date 45 days after the filing of the  
Amended Complaint;

(d) in the event Citigroup or CGMI moves to dismiss the Amended  
Complaint:

1. plaintiffs shall have 45 days from the date such motion is served to serve opposition papers; and
2. Citigroup and CGMI shall have 21 days from the date opposition papers are served by plaintiffs to serve reply papers.

Dated: May 14, 2008  
New York, New York

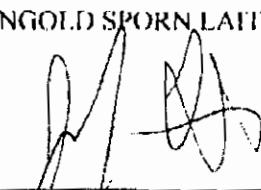
PAUL, WEISS, RIFKIND, WHARTON &  
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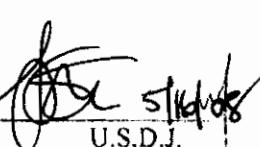
*Attorneys for Defendants Citigroup Inc. and  
Citigroup Global Markets Inc.*

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SO ORDERED: 

U.S.D.J.